

11233

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD
ALBERT H. GREENE
CARL C. DAVIS*
CHARLES T. KAPPLER
ROBERT S. HOPE
JOHN H. DOYLE
MILTON C. GRACE*
GEORGE JOHN KETO**
RICHARD N. BAGENSTOS

* NOT A MEMBER OF D. C. BAR
** ALSO A MEMBER OF OHIO BAR

LAW OFFICES

ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D. C.

20006

December 26, 1979

RECORDATION NO. Filed 1425

DEC 26 1979 - 11 40 AM

OF COUNSEL
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URBAN A. LESTER

CABLE ADDRESS
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11233-A
RECORDATION NO. Filed 1425

DEC 26 1979 - 11 40 AM

Secretary INTERSTATE COMMERCE COMMISSION
Interstate Commerce Commission
Washington, D.C. 20423

No. 9-360A070

Date DEC 26 1979

Fee \$ 50.00

ICC Washington, D. C.

Dear Madam:

Enclosed for recordation under the provisions of 49 USC §11303 are 1) two fully executed copies of a Lease Agreement dated as of November 20, 1979 and 2) one fully executed copy and xerox copy of an Assignment of Railroad Lease Agreement dated as of November 20, 1979.

A general description of the railroad rolling stock covered by the enclosed documents is:

Fifty (50) 50'6" general purpose XM type boxcars bearing reporting mark and numbers GMRC 11000 through GMRC 11049, both inclusive.

The names and addresses of the parties to the enclosed documents are:

Lessor/Assignor: Brae Corporation, as Agent
Three Embarcadero Center
San Francisco, California 94111

Lessee: Green Mountain Railroad Corporation
Post Office Box 57
Chester Depot, Vermont 05144

Assignee: Warwick Properties, Inc.
Suite 1440
69 West Washington Street
Chicago, Illinois 60602

CT. Kappler
✓
CD

Secretary
Interstate Commerce Commission
December 26, 1979
Page Two

The undersigned is Agent for the Lessor/Assignor for the purpose of submitting the enclosed documents for recordation and has knowledge of the matters set forth therein.

Please return copies of the enclosed documents not needed for your records to Charles T. Kappler, Esq., Alvord and Alvord, 200 World Center Building, 918 Sixteenth Street, N.W., Washington, D.C. 20006 or to the bearer of this letter.

Enclosed is a check in the amount of \$50.00 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Very truly yours,

ALVORD AND ALVORD, As Agent
for Brae Corporation

By Charles T. Kappler
Charles T. Kappler

DEC 26 1979 - 11 40 AM

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INTERSTATE COMMERCE COMMISSION
 ASSIGNMENT OF RAILROAD LEASE AGREEMENT dated as
 of November 20, 1979 ("Assignment") between Brae Cor-
 poration ("Assignor") and Warwick Properties, Inc.
 ("Assignee").

R E C I T A L S

A. Assignor has entered into the lease agreement
 attached hereto as Exhibit A ("Lease") relating to, among
 others, railcars numbered GMRC 11000 - GMRC 11049 (both inclusive)
 ("Cars").

B. Assignor has entered into a purchase order
 agreement with Pullman Standard Division of Pullman Incor-
 porated to purchase the Cars.

C. Assignor has assigned to Assignee its right
 to purchase the Cars.

THEREFORE:

1. Pursuant to paragraph D of Section 12 of the
 Lease, Assignor hereby assigns, transfer and sets over
 unto Assignee all of its right, title and interest under the
 Lease as and only to the extent that the Lease relates to
 the Cars.

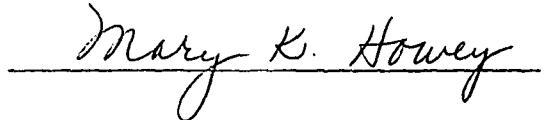
2. Pursuant to paragraphs D and E of Section 12 of the Lease, Assignee assumes all of Assignor's obligations under the Lease as and only to the extent that the Lease relates to the Cars.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed by its duly authorized officers as of the date first above written.

BRAE CORPORATION

A handwritten signature in cursive script, appearing to read "J. C. Bess", is written over a horizontal line.

WARWICK PROPERTIES, INC.

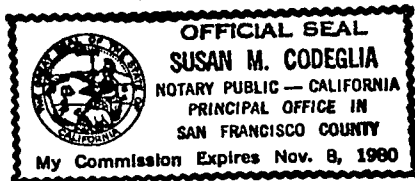
A handwritten signature in cursive script, reading "Mary K. Howey", is written over a horizontal line.

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On the 19th day of December, 1979, before me personally came Jerry A. Riessen, to me known, who, being by me duly sworn, did depose and say that he/she is the Vice President of BRAE Corporation, the corporation which executed the above instrument; that he/she signed his/her name to the above instrument by authority of the Board of Directors of said corporation; and that he/she acknowledged that the execution of the above instrument was the free act and deed of such corporation.

[seal]

Susan M. Codeglia
NOTARY PUBLIC



STATE OF ILLINOIS)
)
COUNTY OF COOK) SS

On the 19th day of December, 1979, before me personally came Mary K. Howey, to me known, who, being by me duly sworn, did depose and say that she is the Vice President of WARWICK PROPERTIES, INC., one of the corporations which executed the above instrument; that she signed her name to the above instrument by authority of the Board of Directors of said corporation; and that she acknowledged that the execution of the above instrument was the free act and deed of such corporation.



NOTARY PUBLIC